

McLACHLAN, RISSMAN & DOLL

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CHICAGO, ILLINOIS 60610
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TELECOPIER: 312-527-2023

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INTERSTATE COMMERCE COMMISSION

October 29, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 are two original counterparts of Supplement No. 2 to Rail Equipment Lease Agreement dated as of October 29, 1993 ("Lease Supplement"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 CFR §1177. The primary document to which the enclosed Lease Supplement is connected is a Rail Equipment Lease Agreement ("Lease Agreement") dated November 23, 1992. The Lease Agreement was recorded in the Interstate Commerce Commission's recordation files and records pursuant to 49 U.S.C §11303 under Recordation No. 18036 on December 10, 1992.

The names and addresses of the parties to the enclosed Lease Supplement are as follows:

Lessor: WCL Railcars, Inc.
6250 North River Road
Suite 9000
Rosemont, Illinois 60017-5062

Lessee: Wisconsin Central Ltd.
6250 North River Road
Suite 9000
Rosemont, Illinois 60017-5062

The railroad equipment covered by the enclosed document consists of 696 70-ton Boxcars. Such equipment is designated with more particularity in Supplement No. 2 to Schedule A to the Lease Agreement, attached to the Lease Supplement being transmitted by this letter.

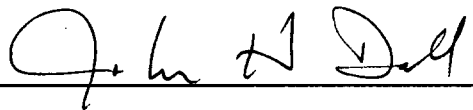
Enclosed is a check in the amount of \$18 payable to the order of the Interstate Commerce Commission covering the recordation fee.

Please return the stamped copy of the enclosed document to John H. Doll, Esq., McLachlan, Rissman & Doll, 6 West Hubbard Street, Suite 500, Chicago, Illinois 60610. A self-addressed, stamped envelope is enclosed for that purpose.

A short summary of the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

Supplement No. 2 to Rail Equipment Lease Agreement dated as of October 29, 1993, by and between WCL Railcars, Inc., lessor, and Wisconsin Central Ltd., lessee, adding 696 70-ton boxcars.

McLachlan, Rissman & Doll

By: _____

SUPPLEMENT NO. 2 TO RAIL EQUIPMENT LEASE AGREEMENT

18036-C
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INTERSTATE COMMERCE COMMISSION

This Supplement No. 2 to Rail Equipment Lease Agreement (this "Supplement"), dated as of October 29, 1993, is by and between WCL Railcars, Inc., an Illinois corporation ("Lessor") and Wisconsin Central Ltd., an Illinois corporation ("Lessee"), with reference to the Rail Equipment Lease Agreement dated as of November 23, 1992, as supplemented (the "Lease"), between Lessor and Lessee. (Capitalized terms have the meanings provided in the Lease.)

Lessor and Lessee agree as follows:

1. Pursuant to Section 14 of the Lease, Lessor and Lessee agree to add Units subject to the lease under the Lease, and, in accordance with that Section:
 - (a) Schedule A to the Lease is amended by adding thereto the attached Supplement No. 2 To Schedule A.
 - (b) Schedule B to the Lease is amended by adding thereto the attached Supplement No. 2 to Schedule B.
 - (c) Schedule C to the Lease is amended by adding thereto the attached Supplement No. 2 to Schedule C.
2. Immediately upon execution of this Supplement and execution and delivery by Lessee of a Certificate of Acceptance with respect to each Unit listed on Supplement No. 2 to Schedule A, such Unit shall be a Unit for all purposes under the Lease.
3. As supplemented by this Supplement, the Lease is ratified and confirmed in all respects.

WCL RAILCARS, INC.

By Susan Hlorton
Title: Treasurer

WISCONSIN CENTRAL LTD.

By Susan Hlorton
Title: Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

ss.

I, Catherine D. Aldana, a Notary Public in and for said County, in the State aforesaid,
DO HEREBY CERTIFY that Susan H. Norton, Treasurer
of WCL Railcars, Inc. personally known to me to be the same person whose name is subscribed
to the foregoing instrument, appeared before me this day in person and acknowledged that
he signed the said instrument as the free and voluntary act of WCL Railcars, Inc. for the uses
and purposes therein set forth.

Given under my hand and notarial seal this 29th day of October, 1993.



Catherine D. Aldana
Notary Public

My commission expires 7/13/96

STATE OF ILLINOIS)
)
COUNTY OF COOK)

ss.

I, Catherine D. Aldana, a Notary Public in and for said County, in the State aforesaid,
DO HEREBY CERTIFY that Susan H. Norton, Treasurer
of Wisconsin Central Ltd. personally known to me to be the same person whose name is
subscribed to the foregoing instrument, appeared before me this day in person and
acknowledged that he signed the said instrument as the free and voluntary act of Wisconsin
Central Ltd. for the uses and purposes therein set forth.

Given under my hand and notarial seal this 29th day of October, 1993.



Catherine D. Aldana
Notary Public

My commission expires 7/13/96

**SUPPLEMENT NO. 2 TO SCHEDULE A
TO LEASE**

SEE ATTACHED EQUIPMENT LIST

WCL RAILCARS, INC.

EQUIPMENT LIST

GECC CAR NO.	WC CAR NO.	GECC CAR NO.	WC CAR NO.		
1	SOU 14059	WC 114059	55	SOU 15019	WC 115019
2	SOU 14076	WC 114076	56	SOU 15020	WC 115020
3	SOU 14130	WC 114130	57	SOU 15021	WC 115021
4	SOU 14131	WC 114131	58	SOU 15022	WC 115022
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604	SOU 15581	WC 115581
605	SOU 15582	WC 115582
606	SOU 15583	WC 115583
607	SOU 15584	WC 115584
608	SOU 15585	WC 115585
609	SOU 15586	WC 115586
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612	SOU 15589	WC 115589
613	SOU 15590	WC 115590
614	SOU 15591	WC 115591
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622	SOU 15599	WC 115599
623	SOU 15600	WC 115600
624	SOU 15601	WC 115601
625	SOU 15602	WC 115602
626	SOU 15603	WC 115603
627	SOU 15604	WC 115604
628	SOU 15605	WC 115605
629	SOU 15606	WC 115606
630	SOU 15607	WC 115607
631	SOU 15608	WC 115608
632	SOU 15609	WC 115609
633	SOU 15610	WC 115610
634	SOU 15611	WC 115611
635	SOU 15612	WC 115612
636	SOU 15613	WC 115613
637	SOU 15614	WC 115614
638	SOU 15615	WC 115615
639	SOU 15616	WC 115616
640	SOU 15617	WC 115617
641	SOU 15618	WC 115618
642	SOU 15619	WC 115619
643	SOU 15620	WC 115620
644	SOU 15621	WC 115621
645	SOU 15622	WC 115622
646	SOU 15623	WC 115623
647	SOU 15625	WC 115625
648	SOU 15626	WC 115626

GECC
CAR NO.

WC
CAR NO.

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649	SOU 15627	WC 115627	
650	SOU 15628	WC 115628	
651	SOU 15629	WC 115629	
652	SOU 15630	WC 115630	
653	SOU 15631	WC 115631	
654	SOU 15632	WC 115632	
655	SOU 15633	WC 115633	
656	SOU 15634	WC 115634	
657	SOU 15635	WC 115635	
658	SOU 15636	WC 115636	
659	SOU 15637	WC 115637	
660	SOU 15638	WC 115638	
661	SOU 15639	WC 115639	
662	SOU 15640	WC 115640	
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671	SOU 15650	WC 115650	
672	SOU 15651	WC 115651	
673	SOU 15652	WC 115652	
674	SOU 15653	WC 115653	
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680	SOU 15660	WC 115660	
681	SOU 15661	WC 115661	
682	SOU 15662	WC 115662	
683	SOU 15663	WC 115663	
684	SOU 15664	WC 115664	
685	SOU 15665	WC 115665	
686	SOU 15666	WC 115666	
687	SOU 15667	WC 115667	
688	SOU 15668	WC 115668	
689	SOU 15669	WC 115669	
690	SOU 15670	WC 115670	
691	SOU 15671	WC 115671	
692	SOU 15672	WC 115672	
693	SOU 15673	WC 115673	
694	SOU 15674	WC 115674	
695	SOU 15675	WC 115675	
696	SOU 14007	WC 114007	

SUPPLEMENT NO. 2 TO SCHEDULE B

TO LEASE

STIPULATED MARKET VALUES

<u>Equipment Type</u>	<u>Number</u>	<u>Stipulated Market Value</u>
70-Ton Boxcars	696	\$4,614,658

SUPPLEMENT NO. 2 TO SCHEDULE C

TO LEASE

CASUALTY VALUE

The Casualty Value for Units listed on Supplement No. 2 to Schedule A shall, prior to any appraisal of such Units, be the Stipulated Market Value for such Units as listed on Supplement No. 2 to Schedule B.

After any appraisal of the Units listed on Supplement No. 2 to Schedule A, the Casualty Value of each such Unit shall be the most recent appraisal value of such Unit.